

GORONKIN DAVID  
Form 4  
March 10, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GORONKIN DAVID

2. Issuer Name and Ticker or Trading Symbol  
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
8091 WALLACE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/09/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

EDEN PRAIRIE, MN 55344

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock, \$.01 par value   | 03/09/2005                           |  | P                              | 100   | A \$ 11.77  | 25,700   | D                                 |
| Common Stock, \$.01 par value   | 03/09/2005                           |  | P                              | 100   | A \$ 11.76  | 25,800   | D                                 |
| Common Stock, \$.01 par value   | 03/09/2005                           |  | P                              | 899   | A \$ 11.73  | 26,699   | D                                 |
| Common Stock, \$.01             | 03/09/2005                           |  | P                              | 101   | A \$ 11.78  | 26,800   | D                                 |

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par value

|                                     |            |   |     |   |             |        |   |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, \$.01<br>par value | 03/09/2005 | P | 241 | A | \$<br>11.79 | 27,041 | D |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|

|                                     |            |   |       |   |         |        |   |
|-------------------------------------|------------|---|-------|---|---------|--------|---|
| Common<br>Stock, \$.01<br>par value | 03/09/2005 | P | 1,359 | A | \$ 11.8 | 28,400 | D |
|-------------------------------------|------------|---|-------|---|---------|--------|---|

|                                     |            |   |     |   |             |        |   |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common<br>Stock, \$.01<br>par value | 03/09/2005 | P | 200 | A | \$<br>11.72 | 28,600 | D |
|-------------------------------------|------------|---|-----|---|-------------|--------|---|

|                                     |            |   |       |   |             |        |   |
|-------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, \$.01<br>par value | 03/09/2005 | P | 1,000 | A | \$<br>11.94 | 29,600 | D |
|-------------------------------------|------------|---|-------|---|-------------|--------|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins             |                                  |
|---|--|---|---|---|---|--|---|--|----------------------------------|
|   |  |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                  | Amount or<br>Number of<br>Shares |
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 4.1   |   |   |   |   | <sup>(2)</sup>   | 08/11/2014  | Common<br>Stock,<br>\$.01 par<br>value | 200,000                          |
| Employee<br>Stock<br>Option <sup>(1)</sup>          | \$ 6.15  |   |   |   |   | <sup>(3)</sup>   | 02/18/2014  | Common<br>Stock,<br>\$.01 par<br>value | 62,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| GORONKIN DAVID<br>8091 WALLACE DRIVE<br>EDEN PRAIRIE, MN 55344 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Diana Purcel, as  
Attorney-in-Fact

03/10/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to Rule 16b-3 (right to buy).

(2) Option vests as follows: 66,667 shares on 8/11/04, 66,667 on 8/11/05, and 66,666 shares on 8/11/06.

(3) 15,500 shares each vest on 2/18/05, 2/18/06, 2/18/07 and 2/18/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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